

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: InnoCan Pharma Corporation (the "Issuer").

Trading Symbol: INNO

Date: September 25, 2019

1. New Options Granted:

Date of Grant: September 25, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Iris Bincovich	Officer & Director	Yes	3,095,250	\$0.18	September 25, 2024	Nil
Ron Mayron	Officer & Director	Yes	1,750,000	\$0.18	September 25, 2024	Nil
Yoram Drucker	Officer & Director	Yes	1,750,000	\$0.18	September 25, 2024	Nil
Nir Avram	Officer	Yes	772,458	\$0.18	September 25, 2024	Nil
Moshe Hukaylo	Employee	No	558,769	\$0.18	September 25, 2024	Nil
Eyal Flom	Director	Yes	600,000	\$0.18	September 25, 2024	Nil
Nadav Zisman	Employee	No	300,000	\$0.18	September 25, 2024	Nil
Shahar Shafran	Employee	No	100,000	\$0.18	September 25, 2024	Nil
Ralph Bossino	Director	Yes	300,000	\$0.18	September 25, 2024	Nil
Joshua Lintern	Director	Yes	300,000	\$0.18	September 25, 2024	Nil
Joseph Geldwert	Consultant	No	500,000	\$0.18	1/6 – September 25, 2022*	Nil
David Michael	Consultant	No	300,000	\$0.18	1/6 – September 25, 2022*	Nil
Yhezhe Berenholtz	Consultant	No	300,000	\$0.18	1/6 – September 25, 2022*	Nil
Proconsul Capital Ltd.	Consultant	No	100,000	\$0.30	September 15, 2021	Nil

*and one-sixth each six months thereafter

Total Number of optioned shares proposed for acceptance: 11,868,560 .

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2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Daryl S. Fridhandler	500,000	\$0.18	February 28, 2019	February 28, 2024
William C. Macdonald	500,000	\$0.18	February 28, 2019	February 28, 2024
Nelson Halpern	300,000	\$0.18	February 28, 2019	February 28, 2024

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

Not required.

- (b) State the date of the news release announcing the grant of options.

Not included in a press release.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

143,866,169 Common Shares

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

9.15%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

1,200,056

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

\$0.18 per share

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- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Closing of IPO – September 25, 2019

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated September 25, 2019.

Daryl S. Fridhandler

Name of Director or Senior
Officer


Signature

Corporate Secretary

Official Capacity

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